

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WADE WILLIAM E JR			2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2006			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
600 NORTH DAIRY ASHFORD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
HOUSTON TX 77079								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2006		A ⁽¹⁾		1,875	A	(2)	1,875	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$13.24	03/31/2006		A ⁽¹⁾		14,425		(3)	07/12/2011	Common Stock	14,425	(4)	14,425	D	
Stock Options (right to buy)	\$14.44	03/31/2006		A ⁽¹⁾		5,770		(3)	04/17/2012	Common Stock	5,770	(5)	5,770	D	
Stock Options (right to buy)	\$16.65	03/31/2006		A ⁽¹⁾		5,770		(3)	04/23/2013	Common Stock	5,770	(6)	5,770	D	
Stock Options (right to buy)	\$22.86	03/31/2006		A ⁽¹⁾		5,770		(3)	04/21/2014	Common Stock	5,770	(7)	5,770	D	
Stock Options (right to buy)	\$34.35	03/31/2006		A ⁽¹⁾		5,770		(3)	04/27/2015	Common Stock	5,770	(8)	5,770	D	
Phantom Stock Units	(9)	03/31/2006		A ⁽¹⁾		17,209.49		(3)	(10)	Common Stock	17,209.49	(11)	17,209.49	D	
Phantom Stock Units	(9)	03/31/2006		A		295.49		(3)	(10)	Common Stock	295.49	\$63.46	17,504.97	D	

Explanation of Responses:

- In connection with the merger (the "Merger") of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006, each share of Burlington Resources common stock was converted into the right to receive \$46.50 in cash and 0.7214 shares of ConocoPhillips common stock. In addition, certain options and awards with respect to shares of Burlington common stock were converted into options and awards with respect to ConocoPhillips common stock at a ratio of one to approximately 1.4426. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-3.
- These shares and certain cash were received in connection with the Merger in exchange for 2,600 shares of Burlington common stock.
- Immediately.
- Received in connection with the Merger in exchange for options to acquire 10,000 shares of Burlington common stock for \$19.10 per share.
- Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$20.83 per share.
- Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$24.02 per share.
- Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$32.98 per share.
- Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$49.55 per share.
- 1-for-1
- These phantom stock units were acquired under a deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.
- Received in connection with the Merger in exchange for 11,930 Burlington Phantom Stock Units.

Remarks:

Michael A. Gist, attorney-in-fact 04/04/2006
(Power of Attorney filed with

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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